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**COUNSEL FOR THE DEBTORS**

**UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

	§	
<b>In re:</b>	§	<b>Chapter 11</b>
	§	
<b>THE LASALLE GROUP, INC., et al.,<sup>1</sup></b>	§	<b>Case No. 19-31484-sgj-11</b>
	§	
<b>DEBTORS.</b>	§	<b>(Jointly Administered)</b>
	§	
	§	
	§	

**DEBTORS’ MOTION TO APPROVE PROCEDURES  
FOR DE MINIMIS ASSET TRANSACTIONS**

TO THE HONORABLE STACEY G. C. JERNIGAN,  
UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors (collectively, the “Debtors”), debtors and debtors-in-possession in the above-captioned Chapter 11 cases, pursuant to sections 105(a), 363, and 554 of title 11 of the United States Code (the “Bankruptcy Code”), and Rules 2002, 6004, 6007, and 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), file this *Motion to*

<sup>1</sup> A list of the Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, is attached hereto as **Schedule 1**. The Debtors’ mailing address is 1900 Enchanted Way, Ste. 200, Grapevine, TX 76051.

*Approve Procedures for De Minimis Asset Transactions* (“Motion”) for entry of an order, substantially in the form attached as **Exhibit “A,”** authorizing and approving the Debtors to implement expedited procedures: (a) to sell or transfer assets that are obsolete, burdensome, or of little or no usable value to the Debtors’ estates, including, among other things, personal property, equipment, supplies, and other miscellaneous assets (each a “De Minimis Asset” and collectively, the “De Minimis Assets”) in one or more related transactions (each a “De Minimis Asset Transaction”) to a single buyer or group of buyers with a total transaction value that is equal to or less than \$25,000, as negotiated within the Debtors’ reasonable discretion, free and clear of all liens, claims, interests, and encumbrances (collectively, the “Liens”), without the need for further Court approval and with the Liens attaching to the proceeds of such sale or transfer with the same validity, extent, and priority that existed immediately prior to the sale or transfer; (b) to abandon a De Minimis Asset when a sale of such asset cannot be consummated at a value greater than the associated liquidation costs; (c) to pay those reasonable and necessary fees and expenses (if any) incurred in connection with the sale or transfer of De Minimis Assets, including, without limitation, commission fees to agents, brokers, auctioneers, and liquidators; and (d) setting a procedure for sales of assets between \$25,001 and \$100,000 by which notice is filed and served and an objection period set by which if no objections are filed and served, such sale is also approved. In support of this Motion, the Debtors respectfully state as follows:

**I. JURISDICTION, VENUE, AND STATUTORY PREDICATES**

1. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for relief requested herein are sections 105(a), 363, and 554 of the Bankruptcy Code, and Bankruptcy Rules 2002, 6004, 6007, and 9006.

## **II. BACKGROUND**

4. On May 2, 2019 (the "Petition Date"), the Debtors filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), commencing the above captioned cases (the "Chapter 11 Cases"). The Debtors continue to manage and operate their business as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

5. An official committee of unsecured creditors (the "Committee") was appointed in these Chapter 11 Cases on July 2, 2019. No trustee or examiner has been requested or appointed in these Chapter 11 Cases.

6. In general, the Debtors operate forty (40) memory care communities, independent living communities and assisted living communities in several states (collectively, the "Facilities"). The Facilities provide research-based assisted living memory care for over 1400 current residents with Alzheimer's, disease, dementia, or other forms of memory loss. A more detailed description of the Debtors and their business, the facts and circumstances leading up to the filing of the Chapter 11 Cases, and the facts supporting the Motion are set forth in greater detail in the *Declaration of Karen G. Nicolaou in Support of First Day Motions*, which is fully incorporated by reference in this Motion.

## **III. RELIEF REQUESTED**

7. By this Motion, the Debtors seek the entry of an order, substantially in the form attached as Exhibit "A," authorizing and approving the Debtors to implement expedited procedures: (a) to sell or transfer De Minimis Assets in one or more De Minimis Asset

Transactions to a single buyer or group of buyers with a total transaction value that is less than or equal to \$25,000, as negotiated within the Debtors' reasonable discretion, free and clear of all Liens, without the need for further Court approval and with the Liens attaching to the proceeds of such sale or transfer with the same validity, extent, and priority that existed immediately prior to the sale or transfer; (b) to abandon a De Minimis Asset when a sale of such asset cannot be consummated at a value greater than the associated liquidation costs; (c) to pay those reasonable and necessary fees and expenses (if any) incurred in connection with the sale or transfer of De Minimis Assets; and (d) setting a procedure for sales of assets between \$25,001 and \$100,000 by which notice is filed and served and an objection period set by which if no objections are filed and served, such sale is also approved.

**The Debtors' De Minimis Assets.**

8. In connection with the Debtors' business, the Debtors anticipate entering into various agreements or transactions to sell, transfer, or abandon De Minimis Assets. These De Minimis Assets have proven to be burdensome to retain and maintain, and are unnecessary during these Chapter 11 Cases. The Debtors anticipate potential buyers having concerns about whether the Debtors are authorized to enter into De Minimis Asset Transactions without first receiving Court approval. Further, in certain circumstances, the Debtors might have a limited window of time to close an opportunity to sell, transfer, or otherwise monetize a De Minimis Asset. The cost, delay, and publicity associated with seeking Bankruptcy Court approval for each De Minimis Asset Transaction could reduce, if not wholly eliminate, the economic benefits of the proposed transaction or cause the Debtors to miss an opportunity to dispose of a De Minimis Asset.

9. The Debtors submit that the De Minimis Asset Transaction Procedures (defined

below) and the De Minimis Asset Abandonment Procedures (defined below) (collectively, the “Procedures”) will allow the Debtors to dispose of De Minimis Assets in a cost-efficient manner, and will allow for a more cost-effective review of certain De Minimis Asset Transactions by interested parties, while still protecting the rights of creditors and other parties-in-interest.

**De Minimis Asset Transaction Procedures**

10. In an effort to avoid the prohibitive costs and delays associated with securing Court approval for each and every proposed sale or abandonment of a De Minimis Asset, the Debtors propose to sell or transfer each De Minimis Asset on the best available terms, subject to the then existing circumstances, under the following procedures (the “De Minimis Asset Transaction Procedures”):

- a) With regard to the sale or transfer of De Minimis Assets in any individual transaction or series of related transactions to a single buyer or group of related buyers with a total transaction value that is less than or equal to \$25,000:<sup>2</sup>
  - i. The Debtors are authorized to consummate such transactions if the Debtors determine in their reasonable exercise of business judgment that such transactions are in the best interest of the estates, without further order of the Court, subject only to the United States Trustee receiving notice of the transactions;
  - ii. The Debtors are authorized to pay any reasonable and necessary fees and expenses incurred in connection with the transactions, including, without limitation, commission fees to agents, brokers, auctioneers, and liquidators;
  - iii. Any such transactions shall be, without the need for any action by any party, final and fully authorized by the Court and free and clear of all Liens, with such Liens attaching only to the net proceeds of such transactions with the same validity, extent, and priority that existed immediately prior to the transaction; and

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<sup>2</sup> For purposes of these De Minimis Asset Transaction Procedures, “total transaction value” is intended to refer to the total net proceeds received by the Debtors, or their good faith estimate of such proceeds, as applicable, on account of any De Minimis Asset Transaction, net of the reasonable and necessary fees and expenses (if any) incurred in connection with the sale or transfer of De Minimis Assets, including, without limitation, commission fees to agents, brokers, auctioneers, and liquidators.

- iv. Good faith purchasers of the De Minimis Assets shall be entitled to the protections of section 363(m) of the Bankruptcy Code.
- b) With regard to the sale or transfer of De Minimis Assets in any individual transaction or series of related transactions to a single buyer or group of related buyers with a total transaction value that is greater than \$25,000 but less than or equal to \$100,000:
- i. The Debtors are authorized to consummate such transactions, and pay any reasonable and necessary fees and expenses incurred in connection with the transactions, if the Debtors determine in their reasonable exercise of business judgment that such transactions are in the best interest of the estates, without further order of the Court, subject only to the noticing procedures set forth below;
  - ii. Prior to closing the transaction, the Debtors shall give written notice of the transaction (“Sale Notice”) to (a) the United States Trustee, (b) the Committee, and (c) any known party that the Debtors reasonably believe could claim an interest in the De Minimis Asset proposed to be sold, including any secured creditor (collectively, the “Notice Parties”).
  - iii. The contents of the Sale Notice shall: (a) identify the De Minimis Asset to be sold; (b) identify the Debtor(s) that directly own the De Minimis Asset; (c) identify the purchaser of the De Minimis Asset; (d) identify any known parties holding or asserting a lien over the De Minimis Asset; (e) disclose the purchase price and the material terms and conditions of the proposed sale or transfer; and (f) any commission or fee of any party assisting with the transaction.
  - iv. The Notice Parties will have seven calendar days from the date on which the Sale Notice is received to object to the transaction (the “Sale Objection Deadline”). Any objection must be in writing and filed with the Court, with a copy of the objection immediately served upon counsel to the Debtors: Crowe & Dunlevy, P.C., Attn: Vickie Driver (vickie.driver@crowedunlevy.com), Christina Stephenson (crissie.stephenson@crowedunlevy.com), and Christopher Staine (christopher.staine@crowedunlevy.com), 1919 McKinney Ave., Ste. 100, Dallas TX 75201.
  - v. If the terms of the proposed transaction are materially amended after the transmittal of the Sale Notice but prior to the Sale Objection Deadline, the Debtors will send a revised Sale Notice to the Notice Parties, after which the Notice Parties will have an additional three calendar days to object to the transaction.

- vi. If no written objection is timely filed by the applicable objection deadline, then the Debtors will be authorized to immediately consummate the transaction. If an objection is timely filed by the applicable objection deadline, then the Debtors will schedule a hearing with the Court, on shortened notice, if necessary, to seek Court approval of the transaction, subject to the Court's availability. In that event, the De Minimis Asset shall only be sold upon withdrawal of the timely filed written objection or further order of the Court.
  - vii. Any such transactions shall be, without the need for any action by any party, final and fully authorized by the Court and free and clear of all Liens, with such Liens attaching only to the net proceeds of such transactions with the same validity, extent, and priority that existed immediately prior to the transaction.
  - viii. Good faith purchasers of the De Minimis Assets shall be entitled to the protections of section 363(m) of the Bankruptcy Code.
- c) With regard to those De Minimis Assets that cannot be sold at a price greater than the cost of liquidating such assets, the Debtors seek authority to abandon the De Minimis Assets in accordance with the following procedures (the "De Minimis Abandonment Procedures"):
- i. Prior to abandoning the De Minimis Asset, the Debtors shall give written notice of the proposed abandonment (the "Abandonment Notice") to the Notice Parties;
  - ii. The contents of the Abandonment Notice shall: (a) describe the De Minimis Asset to be abandoned in reasonable detail, including the projected book value of the De Minimis Asset to be abandoned, as reflected in the Debtors' books and records; (b) identify the Debtor(s) that directly own the De Minimis Asset; (c) identify any known parties holding or asserting a lien over the De Minimis Asset; and (d) the Debtors' reasons for the proposed abandonment;
  - iii. The Notice Parties will have seven calendar days from the date on which the Abandonment Notice is received to object to the transaction (the "Abandonment Objection Deadline"). Any objection must be in writing and filed with the Court, with a copy of the objection immediately served upon counsel to the Debtors: Crowe & Dunlevy, P.C., Attn: Vickie Driver (vickie.driver@crowedunlevy.com), Christina Stephenson (crissie.stephenson@crowedunlevy.com), and Christopher Staine (christopher.staine@crowedunlevy.com), 1919 McKinney Ave., Ste. 100, Dallas TX 75201.

- iv. If no written objection is timely filed by the Abandonment Objection Deadline, then the Debtors will be authorized to immediately proceed with the proposed abandonment. If an objection is timely filed by the Abandonment Objection Deadline, then the Debtors will schedule a hearing with the Court, on shortened notice, if necessary, to seek Court approval of the proposed abandonment, subject to the Court's availability. In that event, the De Minimis Asset shall only be abandoned upon withdrawal of the timely filed written objection or further order of the Court.

11. For the avoidance of doubt, nothing in the Procedures prevent the Debtors, in their discretion, from seeking the Court's approval of any proposed transaction, independent of the Procedures. Separate Court approval will be requested for any single sale with a total transaction value that exceeds \$100,000.

#### **IV. BASIS FOR RELIEF**

##### **A. THE DE MINIMIS ASSET TRANSACTION PROCEDURES ARE APPROPRIATE UNDER SECTION 363(b) OF THE BANKRUPTCY CODE.**

12. Section 363(b)(1) of the Bankruptcy Code authorizes the trustee, after notice and a hearing, to use property of the estate, other than in the ordinary course of business. 11 U.S.C. § 363(b)(1). In addition, the Court, pursuant to section 105(a) of the Bankruptcy Code, "may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [Title 11 of the Bankruptcy Code]." 11 U.S.C. § 105(a).

13. When a debtor's proposed use of its assets pursuant to section 363(b) of the Bankruptcy Code represents a reasonable exercise of the debtor's business judgment, such use should be approved. *See United Retired Pilots Benefit Prot. Ass'n v. United Airlines, Inc. (In re UAL Corp.)*, 443 F.3d 565, 571 (7th Cir. 2006); *Fulton State Bank v. Schipper (In re Schipper)*, 933 F.2d 513, 515 (7th Cir. 1991); *see also In re Delaware & Hudson Ry. Co.*, 124 B.R. 169, 175-76 (D. Del. 1991) (noting that courts have applied the "sound business purpose" test to evaluate motions brought pursuant to section 363(b) of the Bankruptcy

Code); *Comm. of Equity Sec. Holders v. Lionel Corp. (In re Lionel Corp.)*, 722 F.2d 1063, 1071 (2d Cir. 1983) (“The rule we adopt requires that a judge determining a § 363(b) application expressly find from the evidence presented before him at the hearing a good business reason to grant such an application.”).

14. Once a debtor articulates a valid business justification for a particular form of relief, that relief “should be approved by the court unless it is shown to be ‘so manifestly unreasonable that it could not be based upon sound business judgment, but only on bad faith, whim, or caprice.’” *In re Aerovox, Inc.*, 269 B.R. 74, 80 (Bankr. D. Mass. 2001) (citation omitted).

15. The Debtors submit that the De Minimis Asset Transaction Procedures reflect a reasonable exercise of their business judgment. In particular, the De Minimis Asset Transaction Procedures will help preserve existing value and generate new value for the benefit of the Debtors’ estates and all parties-in-interest. They will also promote an efficient administration of these Chapter 11 Cases, make De Minimis Asset Transactions cost effective, and expedite the sale or transfer of more valuable assets in a manner that should provide the most benefit to the Debtors’ estates and creditors. Indeed, forcing the Debtors to file a motion with the Court each time the Debtors seek to dispose of relatively insignificant, non-core assets will unnecessarily distract the Debtors from their restructuring efforts and require the Debtors to absorb avoidable costs that will reduce the full potential value to be realized from the sale or transfer of a De Minimis Asset. In addition, for those De Minimis Asset Transactions with a total transaction value that exceeds \$25,000 but is less than or equal to \$100,000, the De Minimis Asset Transaction Procedures afford those creditors with an interest in the De Minimis Assets the opportunity to object to the proposed sale or transfer of such De Minimis Assets.

16. The sale of a De Minimis Asset under the De Minimis Asset Transaction Procedures represents a reasonable exercise of the Debtors' business judgment. Accordingly, the De Minimis Asset Transaction Procedures are appropriate and should be approved under section 363(b) of the Bankruptcy Code.

**B. THE SALE OF A DE MINIMIS ASSET UNDER THE DE MINIMIS ASSET TRANSACTION PROCEDURES IS AUTHORIZED UNDER SECTION 363(f) OF THE BANKRUPTCY CODE.**

17. Section 363(f) of the Bankruptcy Code permits a debtor to sell property free and clear of liens, claims, and encumbrances if: (i) applicable nonbankruptcy law permits the sale of such property free and clear of such interest; (ii) the holder of the interest consents; (iii) the interest is a lien and the sales price of the property exceeds the value of all liens on the property; (iv) the interest is in bona fide dispute; or (v) the interest holder could be compelled in a legal or equitable proceeding to accept a monetary satisfaction of his/her/its interest. 11 U.S.C. § 363(f).

18. The Debtors propose to sell or transfer the De Minimis Assets under the De Minimis Asset Transaction Procedures in a commercially reasonable manner and expect the value of the sale proceeds to fairly reflect the value of the De Minimis Asset sold. In addition, the De Minimis Asset Transaction Procedures protect any party with a Lien on the De Minimis Asset sold by preserving Lien rights against the sale proceeds. Moreover, the failure to object to the entry of an order approving this Motion or any noticed sale or transfer of a De Minimis Asset under the De Minimis Asset Transaction Procedures, as applicable, should be deemed "consent" to the proposed sale or transfer within the meaning of section 363(f)(2) of the Bankruptcy Code. Accordingly, any proposed sale or transfer of a De Minimis Asset under the De Minimis Asset Transaction Procedures is authorized under section 363(f) of the Bankruptcy Code and should be effectuated free and clear of all Liens.

**C. THE SALE OF A DE MINIMIS ASSET UNDER THE DE MINIMIS ASSET TRANSACTION PROCEDURES SHOULD BE ENTITLED TO THE PROTECTIONS OF SECTION 363(m) OF THE BANKRUPTCY CODE.**

19. Section 363(m) of the Bankruptcy Code provides in relevant part that the reversal or modification on appeal of an authorization under section 363(b) of a sale or lease of property does not affect the validity of a sale or lease under such authorization to a purchaser who bought or leased such property in good faith, whether or not such entity knew of the pendency of appeal, unless such authorization and such sale or lease were stayed pending appeal. 11 U.S.C. § 363(m). The Bankruptcy Code does not define the meaning of ‘good faith purchaser’. However, the Fifth Circuit has “defined ‘a good faith purchaser’ as one who purchases the assets for value, in good faith, and without notice of adverse claims.” *In re TMT Procurement Corp.*, 764 F.3d 512, 521 (5th Cir. 2014) (inner quotations and citation omitted). In addition, certain misconduct can destroy a purchaser’s good faith status, including “fraud, collusion between the purchaser and other bidders or the trustee, or an attempt to take grossly unfair advantage of other bidders.” *Id.* (inner quotations and citation omitted).

20. The Debtors submit that any agreement for the sale or transfer of a De Minimis Asset under the De Minimis Asset Transaction Procedures will be an arm’s-length transaction entitled to the protections of section 363(m) of the Bankruptcy Code. Accordingly, the Debtors request that section 363(m) of the Bankruptcy Code be deemed to apply to each sale or transfer of a De Minimis Asset under the De Minimis Asset Transaction Procedures.

**D. THE ABANDONMENT OF A DE MINIMIS ASSET UNDER THE DE MINIMIS ASSET ABANDONMENT PROCEDURES IS APPROPRIATE UNDER SECTION 554(a) OF THE BANKRUPTCY CODE.**

21. Section 554a) of the Bankruptcy Code provides that “[a]fter notice and a hearing, the trustee may abandon any property of the estate that is burdensome to the estate or that is of inconsequential value and benefit to the estate.” 11 U.S.C. § 554(a). The Debtors plan to take all reasonable steps to sell De Minimis Assets that are no longer needed in their operations for value. However, the costs associated with selling certain De Minimis Assets may exceed any conceivable revenue from such sale. The inability to consummate a commercially reasonable sale of a De Minimis Asset would show that such asset is without meaningful value to the Debtors’ estates. Further, the preservation and other make-ready costs associated with the sale of a De Minimis Asset may burden the Debtors’ estates such that abandonment of the De Minimis Asset under the De Minimis Asset Abandonment Procedures is in the best interest of the Debtors’ estates. Under those circumstances, the abandonment of a De Minimis Asset under the De Minimis Asset Abandonment Procedures is appropriate and should be authorized under section 554(a) of the Bankruptcy Code.

**E. PAYMENT OF COMMISSIONS SHOULD BE AUTHORIZED.**

22. The Debtors’ use of asset liquidation professionals (e.g., brokers or auctioneers) in certain circumstances may aid in the timely and efficient sale or other disposition of the De Minimis Assets and permit the Debtors to realize the full value from the De Minimis Asset Transaction. The Debtors’ payment of commissions under the De Minimis Asset Transaction Procedures will save the Debtors from unnecessary and burdensome administrative and professional fees, including the time and expense associated with retaining professionals and presenting related fee applications for Court approval. To be sure, the commissions that the

Debtors seek to pay under the De Minimis Asset Transaction Procedures will be standard, reasonable, and customary commissions charged by asset liquidation professionals based on the underlying circumstances of the proposed De Minimis Asset Transaction. Therefore, the Debtors submit that the amount of commissions to be paid under the De Minimis Asset Transaction Procedures will pale in comparison to the value to be realized from any sale or transfer executed by the Debtors under such procedures. Courts in this Circuit and others have approved the payment of these types of professional fees without requiring those professionals to first be retained in the bankruptcy case. *See, e.g., In re CHC Group Ltd.*, No. 16-31854 (Bankr. N.D. Tex. Dec. 5, 2016) (authorizing the debtors to pay reasonable fees to third-party sales agents); *see also In re iHeartMedia, Inc.*, No. 18-31274 (Bankr. S.D. Tex. June 21, 2018) (authorizing the debtors to pay commission fees to agents, brokers, and liquidators incurred in connection with the use, sale, transfer, or acquisition of De Minimis assets); *In re Energy Future Holdings Corp.*, No. 14-10979 (Bankr. D. Del. June 3, 2014) (authorizing the debtors to pay commission fees to agents, brokers, auctioneers, and liquidators incurred in connection with the sale, transfer, or abandonment of De Minimis assets).

23. Accordingly, the Debtors' payment of third party commissions will assist the Debtors in connection with the sale or transfer of the De Minimis Assets and is in the best interest of the Debtors' estates.

**F. COURTS IN THIS CIRCUIT AND OTHERS HAVE APPROVED SIMILAR PROCEDURES.**

24. In light of the demonstrable benefits of streamlined procedures to sell and abandon De Minimis Assets and the "cause" described above, bankruptcy courts have routinely approved procedures similar to the proposed Procedures. *See, e.g., In re CHC Group Ltd.*, No. 16-31854 (Bankr. N.D. Tex. Dec. 5, 2016) (authorizing sales up to \$10 million and authorizing

abandonment procedures); *see also In re iHeartMedia, Inc.*, No. 18-31274 (Bankr. S.D. Tex. June 21, 2018) (authorizing sales up to \$15 million and authorizing abandonment procedures); *In re Energy Future Holdings Corp.*, No. 14-10979 (Bankr. D. Del. June 3, 2014) (authorizing sale up to \$5 million and authorizing abandonment procedures); *In re Overseas Shipholding Group, Inc.*, No. 12-20000 (Bankr. D. Del. Aug. 26, 2013) (authorizing sales up to \$1 million and authorizing abandonment procedures); *In re Vertis Holdings, Inc.*, No. 12-12821 (Bankr. D. Del. Feb. 15, 2013) (authorizing sales up to \$500,000 and authorizing abandonment procedures).

25. As these courts have recognized, the customary process for obtaining court approval to execute each De Minimis Asset Transaction would impose unnecessary administrative burdens on the Court, create unnecessary costs to the Debtors' estates that may undermine or eliminate any economic benefit that would otherwise be realized from the proposed sale transaction, and may hinder the Debtors' ability to realize a sale opportunity that is only available for a limited time period. Conversely, the Procedures allow the Debtors to monetize otherwise unusable assets, protect the Debtors against the possible depreciating value of certain De Minimis Assets, save (if not eliminate) burdensome preservation and other make-ready costs associated with the sale of the De Minimis Assets, and expedite the sale or transfer of De Minimis Assets for the benefit of the Debtors' estates. Accordingly, the Court should approve the Procedures.

**V. WAIVER OF BANKRUPTCY RULE 6004(a) AND 6006(h)**

26. To facilitate the successful implementation of the Procedures and given the nature of the relief requested in this Motion, the Debtors respectfully request the Court to enter an order that waives (i) the notice requirements under Rule 6004(a) of the Bankruptcy Rules; and (ii) the 14-day stay under Rule 6004(h) of the Bankruptcy Rules, to the extent either rule is applicable.

**VI. NOTICE**

27. Notice of this Motion has been provided to the parties listed on the Limited Service List. Further, a copy of this Motion is publicly available on the following website that is hosted by Donlin, Recano & Company, Inc., the Debtors' claims and noticing agent: <https://www.donlinrecano.com/Clients/lasalle/Index>. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary or required.

**VII. NO PRIOR REQUEST**

28. No previous request for the relief sought herein has been made to this Court or any other court.

**VIII. CONCLUSION**

For these reasons, the Debtors respectfully requests the Court to (i) enter an order, substantially in the form attached as **Exhibit "A,"** granting the relief requested in this Motion; and (b) grant such other and further relief as the Court may deem appropriate.

Dated: August 8, 2019.

**CROWE & DUNLEVY, P.C.**

By: /s/ Vickie L. Driver

Vickie L. Driver

State Bar No. 24026886

Christina W. Stephenson

State Bar No. 24049535

Christopher M. Staine

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**COUNSEL FOR THE DEBTORS**

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing pleading was served by Donlin, Recano & Company, Inc. upon the parties on the Limited Service List via e-mail, U.S. Mail, and/or electronic transmission via the Court's ECF noticing system on this 8th day of August, 2019.

By: /s/ Vickie L. Driver

**Schedule 1****List of Debtors**

<b>#</b>	<b>Debtor Name</b>	<b>Case No.</b>	<b>EIN</b>
1	The LaSalle Group, Inc.	19-31484	0143
2	West Houston Memory Care, LLC	19-31485	2760
3	Cinco Ranch Memory Care, LLC	19-31486	2716
4	Pearland Memory Care, LLC	19-31488	5311
5	Riverstone Memory Care, LLC	19-31493	5407